

Memo regarding Section 4 on the OGM' agenda for 19 November 2014 regarding the need to appoint three members of the Board of Nominees

In accordance with the provisions of Fondul Proprietatea's Constitutive Act ("**the Constitutive Act**"), the Board of Nominees is composed of 5 members.

Due to the fact that the mandates of three of the members of the Board of Nominees shall expire, namely on 4 April 2015 (in case of Mr. Julian Healy and Mr. Piotr Rymaszewski) and on 13 April 2015 (in case of Mr. Steven van Groningen), we propose that the agenda of the Shareholders' Meeting of 19 November 2014 to include the election of three members, as per Articles 12 and 15 of the Constitutive Act. Two of the mandates of the new members shall be effective as of 5 April 2015, while the third one shall be effective starting with 14 April 2015.

Please find below the procedure to be observed in this case for the election of the members of the Board of Nominees as follows:

Article 15 (2) of the Articles of Association states that any shareholder will be entitled to submit his/her proposals for the members of the Board of Nominees.

The conditions that must be met simultaneously by the candidates for the position of member of the Board of Nominees are:

1. May be Fondul Proprietatea's shareholders, or
2. Any other persons appointed by the shareholders, and
3. Must have the adequate expertise and knowledge to receive the Fund Manager's and the advisers' reports and to make judgments based on the information received regarding Fondul Proprietatea's management, within the objectives and principles set out in the investment policy and also by the applicable laws and regulations, and
4. Must have the suitable qualification to decide (if necessary, with the help of an independent consultant) whether the transactions proposed by the Fund Manager, which require the approval of the Board of Nominees, are made for the benefit of the shareholders.

Considering Articles 12, 15 and 16 of Fondul Proprietatea's Constitutive Act, we invite the shareholders to appoint three members of the Board of Nominees.

The list of candidates will be published and updated on the Fund's official webpage: www.fondulproprietatea.ro as follows:

<i>Candidate's full name</i>	<i>Domicile</i>	<i>Professional qualification</i>	<i>Shareholder of Fondul Proprietatea SA</i>	<i>Fiscal Record</i>	<i>Criminal Record</i>
1.					

2.					
3.					

Sincerely,

**Franklin Templeton Investment Management Ltd United Kingdom Bucharest
Branch, acting as Sole Administrator on behalf of FONDUL PROPRIETATEA S.A.**

Oana Valentina Truța
Legal Representative